30. (Amended) A method according to claim 1 [or 2 ]wherein said disease or disorder is chosen from the group consisting of cancer, hyperplasia, restenosis, cardiac hypertrophy, immune disorders and inflammation.

## REMARKS

Applicants believe that all pending claims are allowable and respectfully requests a Notice of Allowance for this application from the Examiner. Should the Examiner believe that a telephone conference would expedite the prosecution of this application, the undersigned can be reached at the telephone number set out below.

Respectfully submitted,
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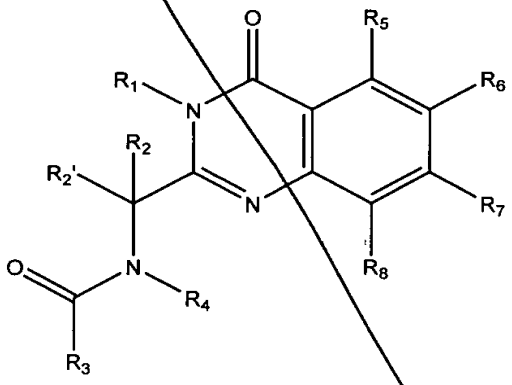
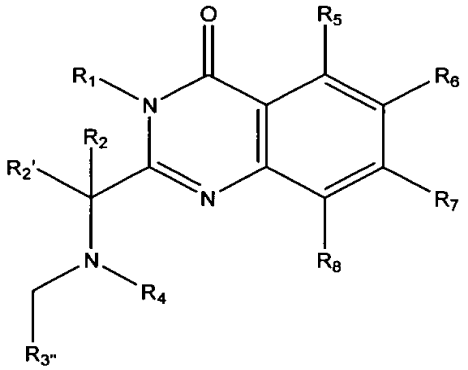
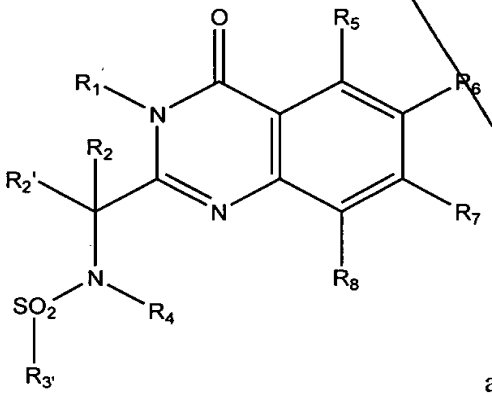
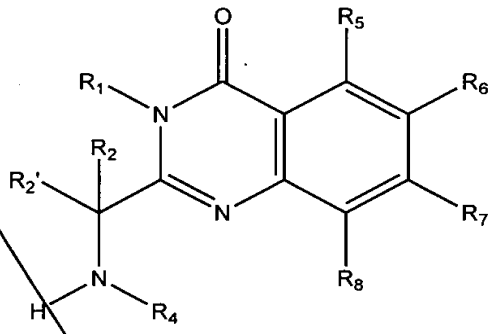
## APPENDIX OF PENDING CLAIMS

1. A method of treating cellular proliferative diseases comprising administering a compound chosen from the group consisting of:









and

wherein:

$R_1$ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

$R_2$ and $R_2$' are independently chosen from hydrogen, alkyl, oxaalkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl; or $R_2$ and $R_2$' taken together form a 3- to 7-membered ring;

$R_3$ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, oxaalkyl, oxaalkylaryl, substituted oxaalkylaryl, $R_{15}O$- and $R_{15}$-NH-;

$R_{3'}$ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, and $R_{15}$-NH-;

$R_{3''}$ is chosen from alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

$R_4$ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, and $R_{16}$-alkylene-;

$R_5$, $R_6$, $R_7$ and $R_8$ are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl, nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl;

$R_{15}$ is chosen from alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

$R_{16}$ is chosen from alkoxy, amino, alkylamino, dialkylamino, N-heterocyclyl and substituted N-heterocyclyl.

2-3. Canceled

4. (Amended) A method according to claim 1 wherein

$R_1$ is chosen from hydrogen, alkyl, aryl, substituted alkyl, substituted aryl, heteroaryl, substituted heteroaryl, alkylaryl, substituted alkylaryl and substituted alkylheteroaryl;

$R_2$ is chosen from hydrogen, alkyl and substituted alkyl;

$R_2$' is hydrogen;

$R_3$ is chosen from alkyl, substituted alkyl, alkylaryl, heteroaryl, aryl, substituted aryl, substituted hereroaryl, substituted oxaalkylaryl $R_{15}O$- and $R_{15}$-NH-;

$R_4$ is chosen from alkyl, aryl, alkylaryl, alkylheteroaryl, substituted alkyl, substituted aryl, and $R_{16}$-alkylene-;

$R_5$ is hydrogen;

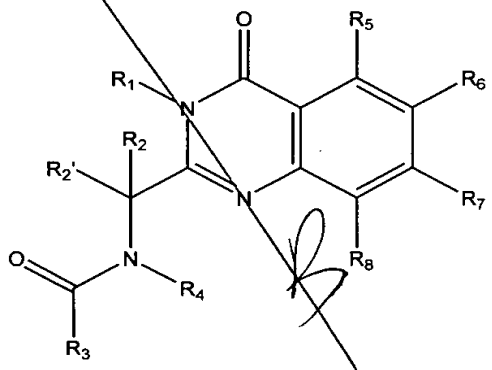
$R_6$, $R_7$ and $R_8$ are independently chosen from hydrogen, halogen, methyl and trifluoromethyl;

$R_{15}$ is chosen from alkyl, aryl and substituted aryl;

$R_{16}$ is chosen from alkoxy, amino, alkylamino, dialkylamino and N-heterocyclyl.

5. A method according to claim 4 wherein the stereogenic center to which $R_2$ and $R_2$' are attached is of the R configuration.

6. (Amended) A method according to claim 1 comprising administering a compound of formula:



7. A method according to claim 6 wherein $R_1$ is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl.

8. A method according to claim 7 wherein $R_1$ is chosen from hydrogen, ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, tetrahydrofuranylmethyl and (ethoxycarbonyl)ethyl.

Sub C1

9. A method according to claim 6 wherein $R_2$ is chosen from hydrogen, lower alkyl and substituted lower alkyl, and $R_2$' is hydrogen.

10. A method according to claim 9 wherein $R_2$ is chosen from hydrogen, methyl, ethyl, propyl, methylthioethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, hydroxymethyl, benzyl and indolylmethyl.

11. A method according to claim 6 wherein $R_3$ is chosen from $C_1$-$C_{13}$ alkyl; substituted lower alkyl; phenyl; naphthyl; phenyl substituted with one or more halo, lower alkyl, loweralkoxy, nitro, carboxy, methylenedioxy or trifluoromethyl; biphenylyl; benzyl; phenoxymethyl; halophenoxymethyl; phenylvinyl; heteroaryl; heteroaryl substituted with lower alkyl; and benzyloxymethyl.

12. A method according to claim 11 wherein $R_3$ is chosen from ethyl, propyl, chloropropyl, butoxy, heptyl, butyl, octyl, tridecanyl, (ethoxycarbonyl)ethyl, dimethylaminoethyl, dimethylaminomethyl, phenyl, naphthyl, halophenyl, dihalophenyl, cyanophenyl, halo(trifluoromethyl)phenyl, chlorophenoxymethyl, methoxyphenyl, carboxyphenyl, ethylphenyl, tolyl, biphenylyl, methylenedioxyphenyl, methylsulfonylphenyl, methoxychlorophenyl, chloronaphthyl, methylhalophenyl, trifluoromethylphenyl, butylphenyl, pentylphenyl, methylnitrophenyl, phenoxymethyl, dimethoxyphenyl, phenylvinyl, nitrochlorophenyl, nitrophenyl, dinitrophenyl, bis(trifluoromethyl)phenyl, benzyloxymethyl, benzyl, furanyl, benzofuranyl, pyridinyl, indolyl, methylpyridinyl, quinolinyl, picolinyl,

pyrazolyl, and imidazolyl.

13. A method according to claim 6 wherein $R_3$ is $R_{15}$-NH- and $R_{15}$ is chosen from lower alkyl; cyclohexyl; phenyl; and phenyl substituted with halo, lower alkyl, loweralkoxy, or lower alkylthio.

14. A method according to claim 13 wherein $R_{15}$ is chosen from isopropyl, butyl, cyclohexyl, phenyl, bromophenyl, dichlorophenyl, methoxyphenyl, ethylphenyl, tolyl, trifluoromethylphenyl and methylthiophenyl.

Sub C1

15. A method according to claim 6 wherein $R_4$ is chosen from lower alkyl, substituted lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; heteroarylmethyl; heteroarylethyl; heteroarylpropyl and $R_{16}$-alkylene-, wherein $R_{16}$ is amino, lower alkylamino, di(lower alkyl)amino, lower alkoxy, or N-heterocyclyl.

16. A method according to claim 15 wherein $R_4$ is chosen from methyl, ethyl, propyl, butyl, cyclohexyl, carboxyethyl, carboxymethyl, methoxyethyl, hydroxyethyl, hydroxypropyl, dimethylaminoethyl, dimethylaminopropyl, diethylaminoethyl, diethylaminopropyl, aminopropyl, methylaminopropyl, 2,2-dimethyl-3-(dimethylamino)propyl, 1-cyclohexyl-4-(diethylamino)butyl, aminoethyl, aminobutyl, aminopentyl, aminohexyl, aminoethoxyethyl, isopropylaminopropyl, diisopropylaminoethyl, 1-methyl-4-(diethylamino)butyl, (t-Boc)aminopropyl, hydroxyphenyl, benzyl, methoxyphenyl, methylmethoxyphenyl, dimethylphenyl, tolyl, ethylphenyl, (oxopyrrolidinyl)propyl, (methoxycarbonyl)ethyl, benzylpiperidinyl, pyridinylethyl, pyridinylmethyl, morpholinylethyl, morpholinylpropyl, piperidinyl, azetidinylmethyl, azetidinylpropyl, pyrrolidinylethyl, pyrrolidinylpropyl, piperidinylmethyl, piperidinylethyl, imidazolylpropyl, imidazolylethyl, (ethylpyrrolidinyl)methyl, (methylpyrrolidinyl)ethyl, (methylpiperidinyl)propyl, (methylpiperazinyl)propyl, furanylmethyl and indolylethyl.

17. A method according to claim 6 wherein

$R_1$ is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

$R_2$ is chosen from hydrogen, alkyl, substituted lower alkyl and benzyl;

$R_2$' is hydrogen;

$R_3$ is chosen from substituted phenyl and naphthyl;

$R_4$ is chosen from substituted alkyl and $R_{16}$-alkylene-;

$R_5$ is hydrogen or halo

$R_6$ is hydrogen, methyl or halo;

$R_7$ is hydrogen, halo, methyl or trifluoromethyl;

$R_8$ is hydrogen or halo;

$R_{16}$ is chosen from di(lower alkylamino), (lower alkyl)amino, amino, N-heterocyclyl and substituted N-heterocyclyl.

Sub C1

18. (Amended) A method according to claim 1 wherein

$R_1$ is benzyl or halobenzyl;

$R_2$ is chosen from ethyl and propyl;

$R_2$' is hydrogen;

$R_3$ is substituted phenyl;

$R_{3'}$ is substituted phenyl;

$R_{3''}$ is substituted phenyl;

$R_4$ is $(CH_2)_m OH$ or $(CH_2)_p R_{16}$ wherein m is 2 or 3 and p is 1-3;

$R_5$ is hydrogen;

$R_6$ is hydrogen;

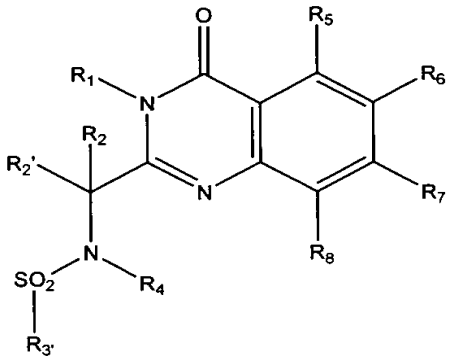
$R_7$ is halo;

$R_8$ is hydrogen;

$R_{16}$ is chosen from amino, propylamino, and azetidinyl.

19. A method according to claim 18 wherein the stereogenic center to which $R_2$ and $R_{2'}$ are attached is of the R configuration.

20. (Amended) A method according to claim 1 comprising administering a compound of formula:



21. A method according to claim 20 wherein:

$R_1$ is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl;

$R_2$ is chosen from hydrogen, lower alkyl and substituted lower alkyl and $R_2$' is hydrogen;

$R_3$' is chosen from $C_1$-$C_{13}$ alkyl, phenyl; naphthyl; phenyl substituted with halo, lower alkyl, lower alkoxy, nitro, methylenedioxy, or trifluoromethyl; biphenylyl, benzyl and heteroaryl; and

$R_4$ is chosen from lower alkyl, substituted lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; heteroarylmethyl; heteroarylethyl; heteroarylpropyl and $R_{16}$-alkylene, wherein

$R_{16}$ is amino, (lower alkyl)amino, di(lower alkyl)amino, lower alkoxy, or N-heterocyclyl.

22. A method according to claim 20 wherein

$R_1$ is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

$R_2$ is hydrogen or lower alkyl;

$R_2$' is hydrogen;

$R_3$ is chosen from substituted phenyl and naphthyl;

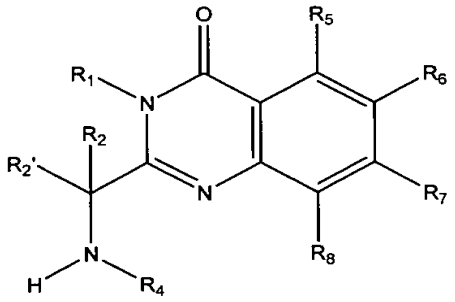
$R_4$ is $R_{16}$-alkylene-, hydroxy lower alkyl or carboxy lower alkyl;

$R_6$ and $R_7$ are chosen from hydrogen and halo;

$R_5$ and $R_8$ are hydrogen;

$R_{16}$ is chosen from di(lower alkylamino), (lower alkyl)amino, amino, piperidinyl, azetidinyl pyrrolidinyl and morpholinyl.

23. (Amended) A method according to claim 1 comprising administering a compound of formula:




24. A method according to claim 23 wherein:

$R_1$ is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl;

$R_2$ is chosen from hydrogen, lower alkyl and substituted lower alkyl and $R_2$' is hydrogen; and

$R_4$ is chosen from lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; heteroarylmethyl; heteroarylethyl; heteroarylpropyl and $R_{16}$-alkylene, wherein $R_{16}$ is di(lower alkyl)amino, alkylamino, amino, lower alkoxy, or N-heterocyclyl.

25. A method according to claim 23 wherein

$R_1$ is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

$R_2$ is hydrogen or lower alkyl;

$R_2$' is hydrogen;

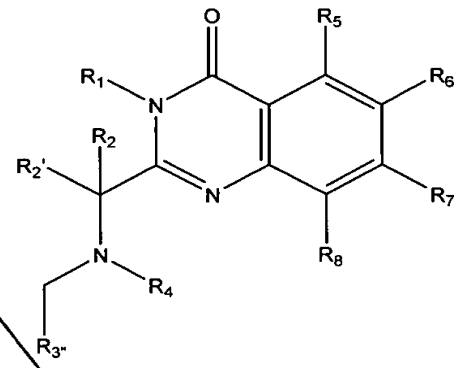
$R_4$ is $R_{16}$-alkylene-;

$R_6$ and $R_7$ are chosen from hydrogen and halo;

$R_5$ and $R_8$ are hydrogen;

$R_{16}$ is chosen from di(lower alkylamino), (lower alkyl)amino, amino, pyrrolidinyl, piperidinyl, imidazolyl and morpholinyl.

26. (Amended) A method according to claim 1 comprising administering a compound of formula:




27. A method according to claim 26 wherein:

$R_1$ is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl;

$R_2$ is chosen from hydrogen, lower alkyl and substituted lower alkyl and $R_2$' is hydrogen;

$R_{3"}$ is chosen from $C_1$-$C_{13}$ alkyl; substituted lower alkyl; phenyl; naphthyl; phenyl substituted with halo, lower alkyl, lower alkoxy, nitro, methylenedioxy, or trifluoromethyl; biphenylyl; benzyl and heterocyclyl; and

$R_4$ is chosen from lower alkyl, substituted lower alkyl; cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; substituted benzyl; heterocyclyl; heteroarylmethyl; heteroarylethyl; heteroarylpropyl and $R_{16}$-alkylene, wherein

$R_{16}$ is di(lower alkyl)amino, (lower alkyl)amino, amino, lower alkoxy, or N-heterocyclyl.

28. A method according to claim 27 wherein

$R_1$ is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

$R_2$ is hydrogen or lower alkyl;

$R_2$' is hydrogen;

$R_{3''}$ is chosen from substituted phenyl, heterocyclyl and naphthyl;

$R_4$ is chosen from subtituted benzyl, heterocyclyl substituted lower alkyl and $R_{16}$-alkylene-;

$R_6$ and $R_7$ are chosen from hydrogen and halo;

$R_5$ and $R_8$ are hydrogen;

$R_{16}$ is chosen from di(lower alkylamino), (lower alkyl)amino, amino, pyrrolidinyl, azetidinyl piperidinyl, imidazolyl and morpholinyl.

29. A method according to claim 28 wherein

$R_1$ is benzyl;

$R_2$ is ethyl;

$R_2$' is hydrogen;

$R_{3''}$ is chosen from halophenyl, polyhalophenyl, tolyl, dimethylphenyl, methoxyphenyl, dimethoxyphenyl, cyanophenyl, trifluoromethylphenyl, trifluoromethoxyphenyl, bis(trifluoromethyl)phenyl, carboxyphenyl, t-butylphenyl, methoxycarbonylphenyl, piperidinyl and naphthyl;

$R_4$ is chosen from substituted benzyl, piperidinyl, hydroxy (lower alkyl) and $R_{16}$-alkylene-;

$R_6$ and $R_7$ are chosen from hydrogen and halo;

$R_5$ and $R_8$ are hydrogen;

$R_{16}$ is chosen from dimethylamino, amino, pyrrolidinyl and piperidinyl.

Sub C1

30. (Amended) A method according to claim 1 wherein said disease or disorder is chosen from the group consisting of cancer, hyperplasia, restenosis, cardiac hypertrophy, immune disorders and inflammation.

31-59. Canceled